

**Presentment Date and Time: December 17, 2009 at 12:00 p.m. (prevailing Eastern Time)**  
**Objection Deadline: December 17, 2009 at 11:00 a.m. (prevailing Eastern Time)**

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Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	<b>09-50026 (REG)</b>
	:	<b>(Jointly Administered)</b>
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	
-----X		

**NOTICE OF PRESENTMENT OF STIPULATION AND AGREED  
ORDER RESOLVING MOTION OF SARAJUAN GILVARY FOR RELIEF FROM THE  
AUTOMATIC STAY TO CONTINUE A SEPARATE LITIGATION**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) will present the Stipulation and Agreed Order Resolving Motion of Sarajuan Gilvary for Relief from the Automatic Stay to Continue a Separate Litigation (the “**Stipulated Order**”) attached hereto to the Honorable Robert E. Gerber, United States Bankruptcy Judge, for approval and signature at Room 621 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on **December 17, 2009 at 12:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Stipulated Order must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 300 Renaissance Center, Suite 1400 Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Amy Caton, Esq., Adam C. Rogoff, Esq., and Gregory G. Plotko, Esq.); (xii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana

G. Adams, Esq.); and (xiii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), so as to be received no later than **December 17, 2009, at 11:00 a.m. (Eastern Time)** (the **"Objection Deadline"**).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Stipulated Order, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the Stipulated Order, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: December 9, 2009  
New York, New York

**WEIL, GOTSHAL & MANGES LLP**

/s/ David R. Berz  
Harvey R. Miller  
Stephen Karotkin  
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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
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	:	<b>(Jointly Administered)</b>
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	
-----X		

**STIPULATION AND AGREED ORDER RESOLVING MOTION OF SARAJUAN  
GILVARY FOR RELIEF FROM THE AUTOMATIC STAY TO CONTINUE A  
SEPARATE LITIGATION [DOCKET NO. 4541]**

WHEREAS, Movant Sarajuan Gilvary (“**Plaintiff**”) is the plaintiff in a civil action against Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and Pompey Dodge, Inc. (“**Pompey Dodge**”) filed in the Court of Common Pleas for Philadelphia County Pennsylvania (the “**State Court**”) styled *Sarahjuan Gilvary v. General Motors Corporation and Pompey Dodge, Inc.*, case number 3736 (the “**Litigation**”);

WHEREAS, Plaintiff seeks to proceed with the Litigation as to Pompey Dodge only;

WHEREAS, upon receiving notice of MLC's bankruptcy, the State Court placed the Litigation in deferred status in its entirety and by order dated October 21, 2009, denied Plaintiff's Motion to Sever Motors Liquidation Company without written opinion;

WHEREAS, Plaintiff filed the Motion for Relief from the Automatic Stay to Continue a Separate Litigation [Docket No. 4541] (the "**Motion**") seeking relief from the automatic stay to allow the Plaintiff to proceed with the Litigation as to Pompey Dodge only;

WHEREAS, the Debtors do not believe that relief from the automatic stay is necessary to proceed with the Litigation solely against non-debtor co-defendant Pompey Dodge, however, the Debtors desire to resolve Plaintiff's Motion as it does not seek to proceed with the Litigation against the Debtors;

WHEREAS, the undersigned parties (the "**Parties**") agree to the conditions relating to the modification of the Stay and resolution of the Motion set forth in this Stipulation and Agreed Order (the "**Stipulation and Agreed Order**");

NOW, THEREFORE, it is hereby stipulated and agreed by and between the Parties to this Stipulation and Agreed Order, through their undersigned counsel, that:

1. The Stay shall be modified solely to the extent set forth herein.
2. The automatic stay shall be modified with respect to the Litigation to allow the Litigation to proceed solely as to any party that is not a debtor in these chapter 11 cases.
3. The Motion shall be deemed withdrawn upon the Court's entry of this Stipulation and Agreed Order.
4. This Stipulation and Agreed Order shall not be modified, altered, amended or vacated without the prior written consent of all Parties hereto. Any such modification, alteration, amendment or vacation in whole or part shall be subject to the approval of this Court. No statement made or action taken in the negotiation of this Stipulation and Agreed Order, not set forth herein, may be used by any party for any purpose whatsoever.

5. This Stipulation and Agreed Order is the entire agreement between the Parties in respect of the subject matter hereof and may be signed in counterpart originals.

6. This Court shall retain jurisdiction over the Parties with respect to any matters related to or arising from the Motion or the implementation of this Stipulation and Agreed Order.

7. The ten-day stay period under Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure is hereby waived and this Stipulation and Agreed Order shall be immediately effective upon its entry.

Dated: December 9, 2009

Respectfully submitted,

/s/ Eric G. Zajac  
Eric G. Zajac  
Zajac & Arias, LLC  
1818 Market Street  
30th Floor  
Philadelphia, PA 19103

Attorney for Movant

/s/ David R. Berz  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
David R. Berz  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000

Attorneys for Debtors  
and Debtors In Possession

IT IS SO ORDERED.

Dated: New York, New York  
\_\_\_\_\_, 2009

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THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE